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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 12, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 17918-X FILED

AUG 12 '02 3-32 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Sublease Agreement (PE), dated as of January 31, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Sublease Agreement (PE) as supplemented and amended which was previously filed with the Board under Recordation Number 17918-L.

The names and addresses of the parties to the enclosed documents are:

Sublessor : Solvay Polymers, Inc.
3333 Richmond Avenue
Houston, TX 77098

Sublessee: BP Solvay Polyethylene
North America
3333 Richmond Avenue
Houston, TX 77098

A description of the railroad equipment covered by the enclosed document is:

374 railcars ELTX 2000 – ELTX 2374 (excluding ELTX 2191)

Mr. Vernon A. Williams
August 12, 2002
Page Two

A short summary of the document to appear in the index follows:

Termination of Sublease Agreement (PE)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anr
Enclosures

TERMINATION OF SUBLEASE AGREEMENT (PE)

(Verizon Lease)

RECORDATION NO. 17918-X FILED

AUG 12 '02 3-32 PM

SURFACE TRANSPORTATION BOARD

DATED AS OF JANUARY 31, 2002

Between

Solvay Polymers Inc.
(Sublessor)

and

BP Solvay Polyethylene North America
(Sublessee)

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. SECTION 11301 ON _____, 2002, AT _____M., UNDER RECORDATION NUMBER _____, AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT ON _____, 2002, AT _____M.

TERMINATION OF SUBLEASE AGREEMENT (PE) (VERIZON LEASE)

Termination of Sublease Agreement (PE), dated and effective as of January 31, 2002 (the "Termination"), by and between Solvay Polymers, Inc., a Delaware corporation, as sublessor ("Sublessor"), and BP Solvay Polyethylene North America, a Delaware general partnership, as sublessee ("Sublessee").

WITNESSETH:

1. The undersigned have entered into that certain Sublease Agreement (PE) dated as of October 31, 2001, filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on November 2, 2002, and deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act of Canada on November 5, 2002, (a) amended by Amendment No. 1 to Sublease Agreement (PE), dated November 30, 2001, filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on January 15, 2002, and deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on January 16, 2002, and entered into by the undersigned and (b) amended by Amendment No. 2, dated as of December 21, 2001, filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on January 15, 2002, and deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act of Canada on January 16, 2002, and entered into by the undersigned (collectively, the "Sublease Agreement").

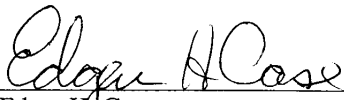
2. Pursuant to Section 1(a) of the Sublease Agreement, the parties hereto agree that the Sublease Agreement is terminated and discharged effective as of January 31, 2002.

3. This Termination is being (a) filed with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 and (b) deposited with the Office of the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

4. The parties hereto are the same parties to the Sublease Agreement and such parties do hereby terminate the Sublease Agreement effective as of January 31, 2002.

IN WITNESS WHEREOF, the parties hereto have each caused this Termination to be duly executed by their respective officers duly authorized as of the date and year first written above.

SOLVAY POLYMERS, INC.

By: 
Edgar H. Case
Treasurer

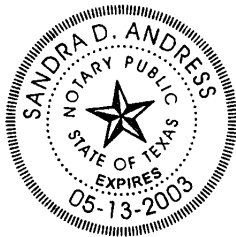
BP SOLVAY POLYETHYLENE
NORTH AMERICA

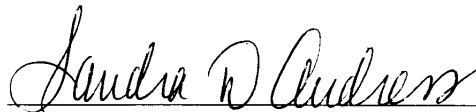
By: 
Robert J. Sokol
Vice President

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 6, 2002, by Robert J. Sokol, the Vice President of BP SOLVAY POLYETHYLENE NORTH AMERICA.

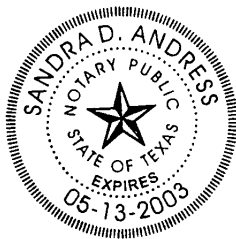


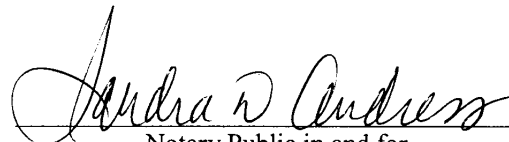

Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 6th day of August, 2002, before me personally appeared, Robert J. Sokol, to me personally known, being by me duly sworn, says that he is the Vice President of BP SOLVAY POLYETHYLENE NORTH AMERICA (the "Partnership"), and that the said instrument attached hereto was signed on behalf of the Partnership under the authority of the Partnership Agreement of the Partnership on August 6, 2002, and he acknowledged that the execution of the said instrument was the act and deed of the Partnership.




Notary Public in and for
the State of Texas

[SURFACE TRANSPORTATION BOARD ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on August 6, 2002, by Edgar H. Case, the Treasurer of SOLVAY POLYMERS, INC.

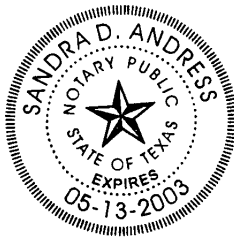


Sandra D Andres
Notary Public in and for
the State of Texas

[REGISTRAR GENERAL ACKNOWLEDGMENT]

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 6th day of August, 2002, before me personally appeared, Edgar H. Case, to me personally known, being by me duly sworn, says that he is the Treasurer of SOLVAY POLYMERS, INC. (the "Company"), and that the said instrument attached hereto was signed on behalf of the Company under the authority of the Board of Directors of the Company on August 6, 2002, and he acknowledged that the execution of the said instrument was the act and deed of the Company.



Sandra D Andres
Notary Public in and for
the State of Texas